

EXHIBIT D

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

LINDA J. BLOZIS

Plaintiff,

vs.

**MELLON TRUST OF DELAWARE,
NATIONAL ASSOCIATION; MELLON
BANK, NATIONAL ASSOCIATION;
MELLON FINANCIAL CORPORATION,**

Defendants.

:

: **CIVIL ACTION NO. 05-891 (SLR)**

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**DECLARATION OF
WILLIAM S. BECKER**

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I, William S. Becker, of full age, hereby certify and declare as follows
based upon my own personal knowledge and information.

1. I began working for Mellon in September 1998 as a Portfolio
Manager/Vice President in the Private Asset Management Group in Delaware. I am
currently employed as Senior Director, First Vice President for Mellon and have worked
in this position since approximately June 2006. I have been authorized by Mellon to
make this declaration in support of its Motion for Summary judgment above-captioned
matter.

2. From approximately September 1998 through December 2002, Ms. Blozis
reported to me. Ms. Blozis held the position of Portfolio Administrator.

3. Ms. Blozis' duties were to assist me with my client accounts. However,
during the late 1990s or early 2000s, Portfolio Administrators were expected to do more
sophisticated type of work than had been required previously. It was my overall

impression that Ms. Blozis would be unable to satisfy the heightened requirements for the position because she was frequently making basic and elementary mistakes.

4. As her supervisor, I reviewed Ms. Blozis' work and make comments on the work she prepared for me so that I could keep track of her performance as well as use it as a teaching tool. In my role, I was personally aware of Ms. Blozis' performance and I made her aware of my concerns.

Performance Issues

5. One of the performance problems that Ms. Blozis had was failure to complete projects on a timely basis. As an example, on an e-mail that Ms. Blozis sent to another employee dated November 19, 2002 I noted that Ms. Blozis had this assignment since mid October and that the assignment still had not been completed. A true and complete copy of the November 19, 2002 e-mail with my notes is attached hereto as **Exhibit 1**.

6. Ms. Blozis' job also included imputing information on the Automated Investment Review System forms. Ms. Blozis would often put improper information on these forms. I would note the problems on the forms and ask her to revise. Ms. Blozis' mistakes on the forms showed a lack of understanding of the work that she was doing. True and complete copies of the Forms with my notes are attached hereto as **Exhibit 2**.

7. I had similar problems with Ms. Blozis' completion of a Security Risk of Holders form where she took a significant amount of time to finish the work, but it had been done incorrectly. A true and complete copy of the Form with my notes are attached hereto as **Exhibit 3**.

8. Additionally, there were issues with Ms. Blozis' inattentiveness to detail and failure to follow instructions. For example, on a Single Bond Buy form, Ms. Blozis entered \$800,000.00 par value when it should have been \$400,000.00 and on a Notification of Account overdraft dated December 9, 2002 Ms. Blozis would have noticed her error if she had double checked the information. True and complete copies of the Single Bond Pay Form with my notes are attached hereto as **Exhibit 4**.

9. There were numerous times where I had to revise information that Ms. Blozis placed on a client Asset Risk Profile Questionnaires. This information was basic to her job functions and should have been performed correctly. True and complete copies of the Questionnaires with my revisions are attached hereto as **Exhibit 5**.

10. Similarly, Ms. Blozis would improperly complete the Single Equity Sell Sheets and I would have to correct them. Again, proper completion of these sheets were basic to her job duties. True and complete copies of the sheets are attached hereto as **Exhibit 6**.

11. Ms. Blozis would not anticipate client information that I would need to properly service an account. For example, on an e-mail dated December 6, 2002 Ms. Blozis did not provide me with the proper information and I had to inquire about proper follow-up. A true and complete copy of the December 6 e-mail with my notes is attached hereto as **Exhibit 7**.

12. Ms. Blozis would also provide inaccurate information on the Automated Investment Review System forms. The errors on the forms reflected an inattentiveness to detail and a lack of understanding of her job. True and complete copies of the forms with my notes are attached as **Exhibit 8**.

13. On October 8, 2002, I had an e-mail exchange with Ms. Blozis concerning her failure to provide information in a timely manner. In her response to me on October 9, 2002, Ms. Blozis stated, "I apologize for my own delay in completing it in a more timely manner." A true and complete copy of the e-mail chain is attached hereto as **Exhibit 9**.

14. Ms. Blozis continued with her untimely completion of projects. On November 19, 2002, Ms. Blozis still had not completed a project I had given her in mid-October. A true and complete copy of the November 19 e-mail with my notes is attached hereto as **Exhibit 10**.

15. I would consistently have to provide Ms. Blozis with guidance on how to properly provide certain information, such as a summary of assets, for customer accounts. This is something that she should have been able to do on her own. A true and complete copy of the Summary of Assets form that was dated as of November 11, 2002 with my revisions is attached hereto as **Exhibit 11**.

16. Additionally, Ms. Blozis failed to follow my instructions and would send information to the wrong person as reflected on an e-mail dated December 6, 2002 with my notes. A true and complete copy of the e-mail with my notes is attached hereto as **Exhibit 12**.

17. Because of the continuous nature of Ms. Blozis' performance issues, on December 4, 2002, I sought assistance from Ms. Rosemary Thomas, the human resources coordinator assigned to our group. In my December 4 e-mail, I stated that I had to start a file on Ms. Blozis because she had been consistently missing deadlines and projects over the past year and the quality of her work was poor. I felt that


commencing corrective action was necessary because I had been doing Ms. Blozis' job for the past four years. A true and complete copy of my December 4 e-mail is attached hereto as **Exhibit 13**.

18. Ms. Thomas and I talked about Ms. Blozis' continuing performance problems that persisted despite my counseling. We decided that Ms. Blozis should be placed on a corrective action plan. We discussed the process and timing of placing Ms. Blozis on a corrective action plan and decided since Ms. Blozis' 2002 performance evaluation was scheduled to be performed in early 2003, we would place Ms. Blozis on a corrective action plan during her 2002 appraisal. Her 2002 appraisal would constitute her Initial Written Warning.

19. Ms. Blozis received an Action Needed on her 2002 performance evaluation, which was given in February 2003.

20. During the time that I have been employed by Mellon, I have not made any inappropriate remarks to any employees, including Ms. Blozis, relating to age or sex.

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury of the laws of the United States of America that the foregoing statements made by me are true and correct. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.


William S. Becker

Dated: February 21, 2007

EXHIBIT 1

To

EXHIBIT D

Blozis Linda J

From: Blozis Linda J
Sent: Tuesday, November 19, 2002 9:19 AM
To: Peters Walter G
Subject: [REDACTED]

Walter, this is another account I inherited w/o proper tax cost info. Here's what I need:

Account 55: 2,921,675 shs of the Dreyfus Growth Opportunity fund; cusip 262901101 is listed as Unknown Tax Cost; acquisition date of 10/18/99 and also 10/19/99. There's nothing currently in the file to substantiate this further.

Account 56: 7,638,793 shs of the Dreyfus S&P 500 Index fund; cusip 26200Q105; Unknown tax cost; acquisition date of 10/18/99 and 10/19/99.

Account 57: 269,469 shs of the same fund with same acquisition dates.

Everything is okay with you now, and I'll appreciate any help you can give.

Gregg - Here are #'s from
Dreyfus re: [REDACTED] Hedgo.
You can do your calculations now.
LB follow thru on

LB didn't try. Gave to GL to do.

Same scenario as [REDACTED]

Months and still undone. Instruction
given to do this Mid October
BR

A-113

1

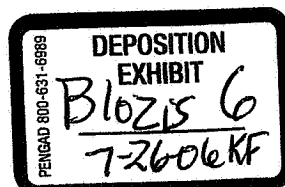


EXHIBIT 2

To

EXHIBIT D

PAGE: 535
DATE: 11/09/200
TIME: 03:46:00

**AUTOMATED INVESTMENT REVIEW SYSTEM
WELLS FARGO PRIVATE ASSET MANAGEMENT**

INVESTMENT REVIEW FOR:

ACCOUNT NUMBER: [REDACTED]
AS OF 11/12/2002

REVIEW STATUS: ANNUAL

DATE OF LAST IRC REVIEW: 11/10/2001
INVESTMENT AUTHORITY: 002

REVIEW RESULTS

INVESTMENT OFFICER: 0203 WILLIAM S. BECKER
ADMINISTRATIVE OFFICER: 0200 GREGG L. LANDIS

INVESTMENT OBJECTIVE

INVESTMENT OBJECTIVE 009 BALANCED W/PMAM BALANCED FUND

	MONEY MARKET		BONDS		STOCKS	
	MIN %	MAX %	MIN %	MAX %	MIN %	MAX %
MODEL MIX:	.00	15.00	.00	20.00	80.00	100.00
ASSET MIX:	2.20		35.32		62.46	
DIFFERENCE:	WITHIN RANGE		15.32 OVER MAX		17.5% BELOW MIN	

REGULATION 9

ASSETS IDENTIFIED
----- NONE -----

RELATED EXPLANATIONS
----- NONE -----

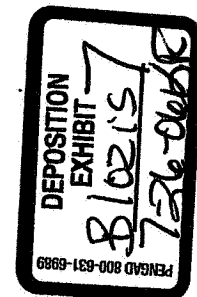
INVESTMENT POLICY

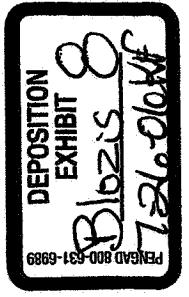
ITEMS IDENTIFIED
302 IMPROPER ASSET ALLOCATION MIX FOR CLIENT OBJECTIVE
RELATED EXPLANATIONS

026

Inconsistent with holdings. Now in a model and mean funds. BB

LB





15
 Proceed to Income
 Balanced Growth B/B

PAGE: 551
 DATE: 11/09/200
 TIME: 03:46:00

**AUTOMATED INVESTMENT REVIEW SYSTEM
 HELLON PRIVATE ASSET MANAGEMENT**

INVESTMENT REVIEW FOR:

AS OF 11/12/2002

REVIEW STATUS: ANNUAL

DATE OF LAST IRC REVIEW: 12/13/2001
 INVESTMENT AUTHORITY : 002

REPORT NAME: IRN002A
 REPORT TITLE: ACCOUNT REVIEW FORM

REVIEW RESULTS

INVESTMENT OFFICER : 0201 WILLIAM S. BECKER
 ADMINISTRATIVE OFFICER: 0200 GREGG L LANDIS

INVESTMENT OBJECTIVE

INVESTMENT OBJECTIVE 007 GROWTH

	MONEY MARKET		BONDS		STOCKS	
MODEL MIX:	MIN %	MAX %	MIN %	MAX %	MIN %	MAX %
	.00	15.00	20.00	40.00	60.00	80.00
ASSET MIX:						
	.04		51.91		48.04	
DIFFERENCE:	WITHIN RANGE		11.9% OVER MAX		12.0% BELOW MIN	

REGULATION 9

ASSETS IDENTIFIED
 ----- NONE -----

RELATED EXPLANATIONS
 ----- NONE -----

INVESTMENT POLICY

ITEMS IDENTIFIED
 026 302 IMPROPER ASSET ALLOCATION MIX FOR CLIENT OBJECTIVE
 025 308 FIXED INCOME ASSET NOT IN BOND LIST -
 RELATED EXPLANATIONS

Dreyfus NJ mini fund sold;
 buying individual NJ bonds

EXHIBIT 3

To

EXHIBIT D

DEPOSITION
EXHIBIT
Blazis
726-0000
PENAD 800-631-6989

Selling from LG C Select Model

Not On Model

Months and Months.

Project:

All BB accounts in

a model; listing of

restrictions, if

applicable

AD IN PG 2
11/19/02 11:24

SECURITY LIST OF HOLDERS
TRADE DATE BASIS

TICKER: XOM
CUSIP: 30231G102
ISIN:

ACCOUNT #	SHARES/PV	MARKET VALUE	FED TAX COST	UNREAL G/L
340.0000	11,889.80	14,079.21	OBJ: 1 ADM: 200 IM: 201	-2,189.1
CNCL CAP END-TR	MGDIYES AU: 3	OBJ: 1 ADM: 200 IM: 201		
140.0000	4,895.80	6,097.70	OBJ: 5 ADM: 200 IM: 201	-1,202.1
CNCL OP END-TR	MGDIYES AU: 3	OBJ: 5 ADM: 200 IM: 201		
170.0000	5,944.90	7,088.94	OBJ: 4 ADM: 200 IM: 201	-1,144.1
228.0000	7,973.16	5,613.38	OBJ: 6 ADM: 200 IM: 201	2,360.1
390.0000	13,638.30	16,880.90	OBJ: 3 ADM: 200 IM: 201	-3,243.1
FOR SHARES - 9555 FOR RESIDUARYS-TR	MGDIYES AU: 3	OBJ: 3 ADM: 200 IM: 201		
671,424.00	46,873.50	624,551.1	OBJ: 1 ADM: 200 IM: 201	
MGDIYES AU: 5	OBJ: 1 ADM: 200 IM: 201			
9,441.90	9,263.70	178.1	OBJ: 1 ADM: 200 IM: 201	
MGDIYES AU: 3	OBJ: 1 ADM: 200 IM: 201			
97,916.00	42,186.56	55,729.1	OBJ: 1 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 1 ADM: 200 IM: 201			
111,904.00	13,037.50	98,867.1	OBJ: 8 ADM: 200 IM: 201	
MGDIYES AU: 5	OBJ: 8 ADM: 200 IM: 201			
34,970.00	43,975.00	-9,005.1	OBJ: 10 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 10 ADM: 200 IM: 201			
3,497.00	0.12	3,497.1	OBJ: 8 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 8 ADM: 200 IM: 201			
3,497.00	53.15	3,444.1	OBJ: 8 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 8 ADM: 200 IM: 201			
6,294.60	7,458.20	-1,174.1	OBJ: 8 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 8 ADM: 200 IM: 201			
1,139.0000	48,753.96	-9,151.1	OBJ: 8 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 8 ADM: 200 IM: 201			
980.0000	7,000.00	7,000.00	OBJ: 8 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 8 ADM: 200 IM: 201			
710.0000	710.0000	710.0000	OBJ: 8 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 8 ADM: 200 IM: 201			
161.1111	161.1111	161.1111	OBJ: 8 ADM: 200 IM: 201	
MGDIYES AU: 2	OBJ: 8 ADM: 200 IM: 201			